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POWER OF ATTORNEY TO PROSECUTE APPLICATIONS BEFORE THE USPTO

I hereby revoke all previous powers of attorney given in the application identified in the attached statement under 37 CFR 3.73(b).

I hereby appoint:

 Practitioners associated with the Customer Number:

60172

OR

 Practitioner(s) named below (If more than ten patent practitioners are to be named, then a customer number must be used):

Name	Registration Number	Name	Registration Number

as attorney(s) or agent(s) to represent the undersigned before the United States Patent and Trademark Office (USPTO) in connection with any and all patent applications assigned only to the undersigned according to the USPTO assignment records or assignment documents attached to this form in accordance with 37 CFR 3.73(b).

Please change the correspondence address for the application identified in the attached statement under 37 CFR 3.73(b) to:

The address associated with Customer Number:

60172

OR

<input type="checkbox"/> Firm or Individual Name			
Address			
City	State	Zip	
Country			
Telephone	Email		

Assignee Name and Address:

BT Nebyl Holdings L.L.C.
1209 Orange Street
Wilmington, DE 19801

A copy of this form, together with a statement under 37 CFR 3.73(b) (Form PTO/SB/96 or equivalent) is required to be filed in each application in which this form is used. The statement under 37 CFR 3.73(b) may be completed by one of the practitioners appointed in this form if the appointed practitioner is authorized to act on behalf of the assignee, and must identify the application in which this Power of Attorney is to be filed.

SIGNATURE of Assignee of Record

The individual whose signature and title is supplied below is authorized to act on behalf of the assignee

Signature	<i>Pat Mathews</i>	Date	<i>14 August 2008</i>
Name	Pat Mathews	Telephone	
Title	Authorized Person		

This collection of information is required by 37 CFR 1.31, 1.32 and 1.33. The information is required to obtain or retain a benefit by the public which is to file (and by the USPTO to process) an application. Confidentiality is governed by 35 U.S.C. 122 and 37 CFR 1.11 and 1.14. This collection is estimated to take 3 minutes to complete, including gathering, preparing, and submitting the completed application form to the USPTO. Time will vary depending upon the individual case. Any comments on the amount of time you require to complete this form and/or suggestions for reducing this burden, should be sent to the Chief Information Officer, U.S. Patent and Trademark Office, U.S. Department of Commerce, P.O. Box 1450, Alexandria, VA 22313-1450. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450.

If you need assistance in completing the form, call 1-800-PTO-9199 and select option 2.

STATEMENT UNDER 37 CFR 3.73(b)Applicant/Patent Owner: BT NEBYL HOLDINGS L.L.C.Application No./Patent No.: 09/266,183 Filed/Issue Date: 10-Mar-1999

Entitled: APPARATUS AND METHOD FOR RECORDING A CUSTOM COMPACT DISC AT A RETAIL PREMISES

BT NEBYL HOLDINGS L.L.C., a corporation
 (Name of Assignee) (Type of Assignee, e.g., corporation, partnership, university, government agency, etc.)

states that it is:

1. the assignee of the entire right, title, and interest; or
2. an assignee of less than the entire right, title and interest
 (The extent (by percentage) of its ownership interest is _____ %)

in the patent application/patent identified above by virtue of either:

A. An assignment from the inventor(s) of the patent application/patent identified above. The assignment was recorded in the United States Patent and Trademark Office at Reel _____, Frame _____, or for which a copy thereof is attached.

OR

B. A chain of title from the inventor(s), of the patent application/patent identified above, to the current assignee as follows:

1. From: _____ To: _____
 The document was recorded in the United States Patent and Trademark Office at Reel _____, Frame _____, or for which a copy thereof is attached.
2. From: _____ To: _____
 The document was recorded in the United States Patent and Trademark Office at Reel _____, Frame _____, or for which a copy thereof is attached.
3. From: _____ To: _____
 The document was recorded in the United States Patent and Trademark Office at Reel _____, Frame _____, or for which a copy thereof is attached.

Additional documents in the chain of title are listed on a supplemental sheet.

As required by 37 CFR 3.73(b)(1)(i), the documentary evidence of the chain of title from the original owner to the assignee was, or concurrently is being, submitted for recordation pursuant to 37 CFR 3.11.

[NOTE: A separate copy (i.e., a true copy of the original assignment document(s)) must be submitted to Assignment Division in accordance with 37 CFR Part 3, to record the assignment in the records of the USPTO. See MPEP 302.08]

The undersigned (whose title is supplied below) is authorized to act on behalf of the assignee.

/Linda S. Zachariah/August 28, 2008

Signature

Date

Linda S. Zachariah206-622-1711

Printed or Typed Name

Telephone Number

Attorney at Law - Reg. No. 48057

Title

This collection of information is required by 37 CFR 3.73(b). The information is required to obtain or retain a benefit by the public which is to file (and by the USPTO to process) an application. Confidentiality is governed by 35 U.S.C. 122 and 37 CFR 1.11 and 1.14. This collection is estimated to take 12 minutes to complete, including gathering, preparing, and submitting the completed application form to the USPTO. Time will vary depending upon the individual case. Any comments on the amount of time you require to complete this form and/or suggestions for reducing this burden, should be sent to the Chief Information Officer, U.S. Patent and Trademark Office, U.S. Department of Commerce, P.O. Box 1450, Alexandria, VA 22313-1450. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. **SEND TO: Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450.**

If you need assistance in completing the form, call 1-800-PTO-9199 and select option 2.

ASSIGNMENT

WHEREAS, Marco Scibora, a citizen of the United States, residing at 767 Winslow Avenue, St. Paul, Minnesota 55107, made an invention disclosed and claimed in an application for a United States letters patent entitled APPARATUS AND METHOD FOR RECORDING A CUSTOM COMPACT DISC AT A RETAIL PREMISES and signed of even date herewith;

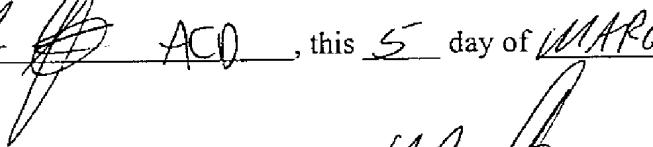
WHEREAS, Advanced Communication Design, Inc., a Minnesota corporation, having a principal place of business at 7901 – 12th Avenue South, Bloomington, Minnesota 55425, is desirous of acquiring an interest in and to said invention, and in and to the letters patent that issues thereon;

NOW, THEREFORE, Be It Known, that for good and valuable consideration, the receipt of which is hereby acknowledged by the undersigned, the entire right, title and interest of said Marco Scibora in and to said application for United States letters patent, and the invention disclosed and claimed therein, the resultant patent or patents for said invention, and any renewals, reissues, extensions, substitutions, continuations or divisions thereof, continuations-in-part thereof, including all rights to apply for and obtain patents therefore in all foreign countries, is hereby sold, assigned and transferred unto said Advanced Communication Design, Inc.

Marco Scibora agrees to sign such papers, testify orally and do other things at the expense of Advanced Communication Design, Inc., or its successors or assigns, as may be reasonably necessary for the purpose of obtaining and enforcing such patents.

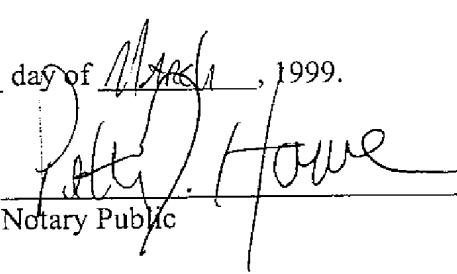
The Commissioner for Patents is hereby authorized and requested to issue said letters patent in accordance with this Assignment.

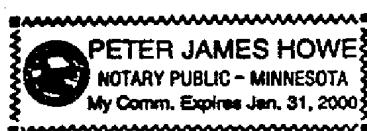
Signed at U.S. ACO, this 5 day of MARCH 1999.


Marco Scibora

STATE OF MINNESOTA)
)
)ss.
COUNTY OF HENNEPIN)

Subscribed and sworn to before me this 5th day of MARCH, 1999.


Peter James Howe
Notary Public



Schedule A

ASSIGNMENT OF PATENTS

This Assignment of Patents ("Assignment") is made and entered into on this 2nd day of April 2008, by and between:

Advanced Communication Design, Inc., a corporation, with a principal place of business at 7901 12th Avenue, Bloomington, MN 55425 ("ASSIGNOR"); and

BT Neby Holdings L.L.C., a Delaware LLC, with a principal place of business at 1209 Orange Street, Wilmington, DE 19801 ("ASSIGNEE").

WHEREAS, ASSIGNOR has agreed to assign and transfer to ASSIGNEE all right, title and interest in and to the Assigned Patents (as defined below).

NOW, THEREFORE, in consideration of the sum of one hundred dollars (US\$100.00), the agreements related to this Assignment, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR, intending to be legally bound, and upon the terms set forth herein, agrees as follows:

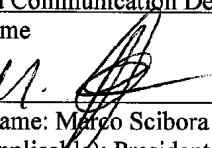
ASSIGNOR does hereby irrevocably assign, sell, transfer and set over to ASSIGNEE its entire right, title and interest in, to and under the patents and patent applications set forth on Attachment A attached hereto, including all rights pursuant to 35 U.S.C. § 154 any and all letters patents issuing from any continuing, divisional and continuation-in-part applications; any requests for continuing examination, substitutions, reissues, extensions, renewals and reexaminations of any of the foregoing; all inventions and discoveries described in any of the forgoing; and all rights to apply in any country for any foreign counterpart, certification of invention or other governmental grant or issuance corresponding to any of the foregoing throughout the world (collectively, the "Assigned Patents"), including any and all past, present and future causes of action and other enforcement actions (including, without limitation, for injunctive remedies and relief) and rights to damages and profits, due or accrued, relating to any of the foregoing, including the right to sue and recover for, and the right to profits and damages, due or accrued, arising out of or in connection with, any and all past, present or future infringements or dilutions. The assignment of the Assigned Patents includes all documents related to the conception, diligence and reduction to practice of the inventions disclosed in the Assigned Patents and all domestic and international patent filing documents.

The terms and conditions of this Assignment will inure to the benefit of ASSIGNEE, its successors, assigns and other legal representatives and will be binding upon ASSIGNOR, its successors, assigns and other legal representatives.

IN WITNESS WHEREOF, ASSIGNOR has caused this Assignment of Patents to be executed by its duly authorized representative on the date set forth below.

ASSIGNOR:

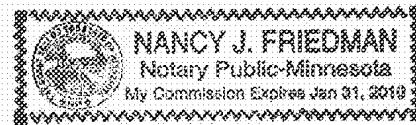
Advanced Communication Design, Inc.
Entity Name

By: 
Printed Name: Marco Scibora
Title (if applicable): President

On this 21 day of March, 2008 before me, a Notary Public, appeared Nan Sibila who is personally known to me or proved to me on the basis of satisfactory evidence to be the same person whose name is subscribed to this Assignment document.

Witness my hand and official seal:

Nancy J. Friedman
Notary Public



ATTACHMENT A

<u>Jurisdiction</u>	<u>Title</u>	<u>Appl. Number</u>	<u>Filing Date</u>	<u>Issue No.</u>	<u>Issue Date</u>
US	Multi-station audio distribution apparatus	09/007,530	1.15.1998	6,195,436	2.27.2001
US	Multi-station audio distribution apparatus	08/859,882	5.21.1997	6,133,908	10.17.2000
US	Multi-station audio distribution apparatus	08/760,640	12.4.1996		
US		09/265,661	3.10.1999		
US		09/266,183	3.10.1999		
WO	Multi-station audio distribution apparatus	PCT/US97/13572	7.31.1997		
WO	Multi-station audio distribution apparatus	PCT/US98/05846	3.25.1998		
EP	Multi-station audio distribution apparatus	19970938087	7.31.1997		
EP	Multi-station video/audio distribution apparatus	19980913108	3.25.1998		
JP	Multi-station audio distribution apparatus	19980525549	7.31.1997		
JP	Multi-station video/audio distribution apparatus	19980550345	3.25.1998		